

**Maryland Retired School Personnel Association
Emergency Board of Directors Meeting Minutes
April 4, 2023**

Members Present: Carla Duls, President; Nancy Gordon, Vice President; George Denny, Jr., Immediate Past President; Dr. Stephen Raucher, Treasurer; Janet Williams, Secretary; Henrietta Lease, Brenda Barnes, Betty Weller and John Sisson, Area Directors; Kathy Campagnoli, Alicia Hardisky, Fred Evans, and Anne Humphrey, Committee Chairs; George Sparks, Jr., Parliamentarian (quorum confirmed)

Call to Order: MRSPA President Carla Duls called the virtual Emergency Board meeting to order at 9:31 a.m. Everyone was welcomed. President Duls reminded everyone of the purpose of the meeting. She asked the Executive Director to summarize the events that have gotten us to this meeting.

In August of 2022, the Board voted to move our MRSPA Fund from the Community Foundation of Frederick County to the American Endowment Foundation (AEF). This process was completed in late summer. Then, in January 2023, MRSPA learned that AEF would not accept small donations (under \$1,000). As a result, the Board agreed that the Foundation Fund would be moved again to a new MRSPA Foundation, Inc. 501(c)(3). Since that time, we have filed for and received Articles of Incorporation and applied for and received an EIN for the new Foundation. Draft MRSPA Foundation Bylaws were written, reviewed by our MRSPA attorney, and then, reviewed and approved by the MRSPA Bylaws Committee on March 30, 2023. The Bylaws Committee will present the Foundation Bylaws to the Board for discussion and possible approval today.

New Business

MRSPA Foundation, Inc. Proposed Bylaws: MRSPA Vice President Nancy Gordon moved approval of the proposed MRSPA Foundation Bylaws as printed on behalf of the Bylaws Committee. Discussion ensued. A motion to amend was made by John Sisson, seconded by Janet Williams to delete the word “mini” in Article II, Section 2. George Denny, Jr, called the question. The motion passed with all in favor.

A motion to amend was made by John Sisson seconded by Alicia Hardisky to insert the word “fully” between “not” and “funded” in Article II, Section 2. George Denny, Jr. called the question. The motion passed with all in favor.

A motion to amend was made by John Sisson, seconded by Alicia Hardisky to add a new Section 4 to Article II. This new section would read, “To provide a vehicle for local affiliates to develop unique scholarship and grant programs under the umbrella of the MRSPA Foundation.”

A motion to table this amendment until after the July local presidents' meeting when consultation with the attorney, further research and discussion can be done was made by George Denny, Jr., seconded by John Sisson. The motion passed with one in opposition.

President Duls returned to the main motion as amended. There was no further discussion. The main motion as amended passed with all in favor.

A motion was made by George Denny, Jr., seconded by Betty Weller, that the signers on the MRSPA Foundation, Inc. Bank account be the President, Vice President, Treasurer and Finance Committee Chairperson. The motion passed with all in favor.

Adjournment: There being no further emergency business, President Duls adjourned the meeting at 9:55 a.m.

Respectfully submitted,
Wanda R. Twigg
Executive Director